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*Attorneys for Midwood Management Corp., as
agent for Expressway Plaza I, LLC and
Farmingville Associates Phase I, LLC as tenants in
common*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No.: 18-23538 (RDD)
	: :
Debtors.	: :
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**DESIGNATION OF RECORD AND STATEMENT OF ISSUES ON APPEAL
FROM ORDER DENYING MOTION FOR ORDER DECLARING AUTOMATIC
STAY INAPPLICABLE TO NON-RESIDENTIAL REAL PROPERTY LEASE
(2280 NORTH OCEAN AVENUE, FARMINGVILLE, NEW YORK)**

Pursuant to Rule 8009(a)(1) of the Federal Rules of Bankruptcy Procedure, Appellant Midwood Management Corp., as agent for Expressway Plaza I, LLC and Farmingville Associates Phase I, LLC as tenants in common (together, “Midwood Management” or “Appellant”), by and through its attorneys, hereby designates the record and issues presented on appeal to the United States District Court for the Southern District of New York from the order of the United States Bankruptcy Court for the Southern District of New York (Hon. Robert D. Drain) dated and entered on February 19, 2019 (the “Order”) and entitled *Order Denying Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease (2280 North Ocean Avenue, Farmingville, New York)* (ECF No. 2649).

Statement of Issues Presented on Appeal

1. Whether the Bankruptcy Court erred when it granted Debtors-Appellees' Sears Holdings, Inc., et al's objection and denied the Appellant's motion for an order declaring the automatic stay of Section 362(a) of the Bankruptcy Code inapplicable to actions to be undertaken by Appellant to recover possession of real property from Debtor-Appellee Kmart Corporation under a lease of non-residential real property that Appellant contends terminated by expiration of the term of the stated lease.

2. Whether the Bankruptcy Court erred when it determined the exception to the bankruptcy automatic stay provided under Section 362(b)(10) of the Bankruptcy Code does not apply to a lease of non-residential real property that terminates upon the end of a time period specified in the landlord's notice to the tenant shortening the term of the lease on account of the occurrence of an event of default under the lease.

Designation of Record on Appeal¹

Appellant designates the following items filed in the bankruptcy case for inclusion in the record on appeal:

Filing Date	Bankruptcy Case Docket Number	Docket Text
10/15/2018	1	<i>Kmart Corporation Voluntary Petition – Bankruptcy Case No. 18-23549, jointly administered with the above-captioned case</i>
10/16/2018	118	<i>Order Directing Joint Administration of Related Chapter 11 Cases</i>
11/1/2018	426	<i>Motion of Debtors for Authority to Extend the Time to Assume or Reject Unexpired Lease and Subleases of Nonresidential Real Property</i>

¹ Designated items shall include any and all exhibits, schedules and other attachments to such item.

11/1/2018	429	<i>Debtors' Motion for Approval of Global Bidding Procedures</i>
11/8/2018	573	<i>Objection to Motion of Debtors for Authority to Extend the Time to Assume or Reject Unexpired Lease and Subleases of Nonresidential Real Property</i>
11/16/2018	776	<i>Order Extending Time To Assume or Reject Unexpired Leases and Subleases of Nonresidential Real Property</i>
11/19/2018	816	<i>Order Approving Global Bidding Procedures and Granting Related Relief</i>
11/29/2018	932	<i>Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease ("Motion to Declare Stay Inapplicable")</i>
1/18/2019	1730	<i>Notice of Successful Bidder and Sale Hearing</i>
2/6/2019	2439	<i>Joinder by Midwood Management Corp. in Objection of Various Landlords to Notices of Filing of Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief</i>
2/8/2019	2497	<i>Debtors' Objection to Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease (2280 North Ocean Avenue, Farmingville, New York)</i>
2/8/2019	2507	<i>Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief</i>
2/12/2019	2571	<i>Declaration of Bradley Pukas in Support of Debtors' Objection to Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease (2280 North Ocean Avenue, Farmingville, New York).</i>
2/13/2019	2578	<i>Reply to Debtors' Objection to Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease</i>

		Transcript for hearing on Motion to Declare Stay Inapplicable held on February 14, 2019 at 11:00 a.m. (ET), attached hereto as Exhibit A in accordance with Rule 8009-1(a) of the Local Bankruptcy Rules for the Southern District of New York ²
2/19/2019	2649	<i>Order Denying Motion For Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease (2280 North Ocean Avenue, Farmingville, New York)</i>
3/5/2019	2747	<i>Notice of Appeal</i>

Reservation of Rights

Appellant expressly reserves its right to amend or supplement this Designation and/or to object, or otherwise supplement or move to strike or modify, some or all of any designation filed by any other party to this appeal. This filing is made expressly subject to, and without waiver of, any and all rights, remedies, challenges and objections.

Dated: Uniondale, New York
March 19, 2019

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By: /s/ Patrick Collins
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² The portions of the transcript prepared by the reporter consisting of hearings held on February 14, 2019 on other matters in the Debtors' cases have been omitted from this Designation.